

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

VIA UPS NEXT DAY AIR

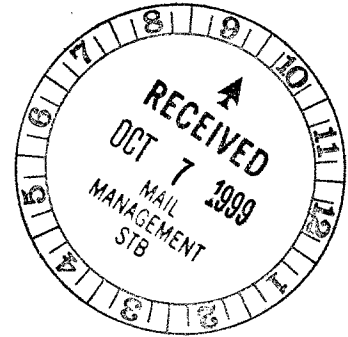


October 6, 1999

RECORDATION NO. **22479** FILED

OCT 19 '99

10-00 AM



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (1) originals and one (1) copy of a Memorandum of Lease Agreement, dated September 10, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Greenbrier Leasing Corporation  
One Centerpointe Drive Suite 200  
Lake Oswego, OR 97035

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Tiffany Chase  
Manager of Documentation

Enclosures

(GRBR004)

EXHIBIT A  
to  
RIDER NO. 1

OCT 19 '99

10-00 AM

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10<sup>th</sup> day of September, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Greenbrier Leasing Corporation ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of \_\_\_\_\_, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 13, 1999 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing  
Title: \_\_\_\_\_

By: K.A. Domrowski  
Name: K.A. DOMROWSKI

Title: DIRECTOR OF DOCUMENTATION Executed on this 10<sup>th</sup> day of Sept, 1999.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10<sup>th</sup> day of September, 1999.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2000  
(Notary Public)



LESSEE: : GREENBRIER LEASING CORPORATION

By: [Signature]

Name: LARRY G. BRADY

Title: VICE PRESIDENT

ATTEST:

By: [Signature]

Name: GRETHEN M. BRACK

Title: Sr. Staff Atty

Executed on this 7<sup>th</sup> day of September, 1999.

[CORPORATE SEAL]

STATE OF OREGON

COUNTY OF CLACKAMAS

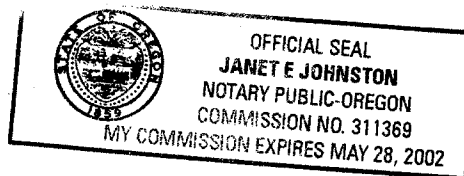
I, JANET E. JOHNSTON, a Notary Public of the County and State aforesaid, certify that LARRY G. BRADY personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7<sup>th</sup> day of September, 1999.

[Signature]  
Notary Public

Commission Expires:

5/28/2002  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Twenty-five (25) 73 - foot Center Partition Flatcars

Numbered  
CRLE 23115 - 23139